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BASIC AMENDMENT

MFZ MANAGEMENT CORPORATION

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Amended & Restated

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MFZ MANAGEMENT CORPORATION

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Business Corporation Act, **MFZ MANAGEMENT CORPORATION**, a Florida corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation to read as follows:

ARTICLE 1.

NAME AND ADDRESS

The name of this corporation is **MFZ MANAGEMENT CORPORATION**. The address of the principal office and the mailing address of this corporation is currently Suite 406, 1550 Madruga Avenue, Coral Gables, FL. 33146. The Board of Directors may change the principal office and mailing address at any time.

ARTICLE 2.

DURATION

This corporation shall have perpetual existence.

ARTICLE 3.

PURPOSE

This corporation is organized to engage in, conduct and transact all aspects of commerce and business permitted under the laws of the United States of America and the State of Florida.

ARTICLE 4.

CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, of One Dollar ($ 1. 00) par value each. The Board of Directors shall fix the consideration to be received for each share which consideration may consist of cash or any tangible or intangible property or benefit to this corporation.

ARTICLE 5.

PREEMPTIVE RIGHTS

Shareholders do not have pre-emptive rights with regard to the sale of any unissued or treasury shares of this corporation.

ARTICLE 6.

REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is Suite 406,1550 Madruga Avenue, Coral Gables, FL. 33146; the registered agent thereat is Maria Camila Leiva. The Board of Directors may change the address of the registered office of this Corporation and the designation of the registered agent at any time.

ARTICLE 7.

BOARD OF DIRECTORS

The Board of Directors of this corporation shall be comprised of three persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The names and addresses of the members of the Board of Directors of this corporation who shall serve until their respective successors have been duly elected are:

Name	Address
Germán Leiva	Suite 406 1550 Madruga Avenue Coral Gables, FL. 33146
Maria Camila Leiva	Suite 406 1550 Madruga Avenue Coral Gables, FL. 33146
Beatriz Hoyos	Suite 406 1550 Madruga Avenue Coral Gables, FL. 33146

ARTICLE 8.

OFFICERS

This corporation shall have a President, Executive Vice President, Vice President, Secretary and Treasurer. It shall have such other officers as the Board of Directors may from time to time further designate. The current officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	Germán Leiva
Executive Vice President:	Maria Camila Leiva
Vice President:	Owen S. Freed
Secretary:	Maria Camila Leiva
Treasurer:	Maria Camila Leiva

ARTICLE 9.

BYLAWS

The power to adopt, amend or repeal the Bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE 10.

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE 11.

AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF the undersigned hereby certify that the foregoing Amended and Restated Articles of Incorporation of MFZ Management Corporation this 14th day of November, were unanimously approved by the stockholders and directors of the corporation at a duly convoked and constituted Joint Meeting of Stockholders and Directors ~~held the 21~~st day of October, 2003.

German Leiva

German Leiva, President

Attest:

Maria Camila Leiva

Maria Camila Leiva, Secretary